

MORDENKAINEN'S TOME OF FACTIONS



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INTRODUCTION

Long ago, in another world, I was an adventurer of great renown. From my adventures, I amassed a great deal of power, treasure and followers, as did many of my fellow adventurers. We soon discovered that, between us, we had more wealth and power than most nations. As such, we decided to pool our resources together and to use them for the common good; thought we could transform our world into a land of peace and prosperity.

We were wrong. For you see, to usher in this new age, we first had to defeat the forces of evil. However, the more powerful we became, the more organised our foes became, the more subtle and insidious their schemes became. We tried to match their cunning with power; tightening our control of the nations and ruthlessly hunting down our foes, as well as their allies and agents.

As we became more efficient in hunting down our foes, we gradually stopped being heroes. True, we were fighting against the forces of evil, but in doing so we had become like them. We became paranoid and obsessed with power, not settling for anything less than complete control, lest our foes use our weakness to their advantage. Peace and prosperity, the well-being of the common people, became a secondary concern, then a tertiary concern, before eventually being forgotten about altogether.

When our organisation inevitably collapsed (for our paranoia and hunger for power had turned us against each other), the world gradually became a better place. True, the forces of evil were allowed to move around more freely, but so were the forces of neutral and chaos; and every other group we'd almost crushed under our collective heels.

However, it seemed that not everyone had learnt from history. Other "heroic" organisations began to grow in power; began to turn their attention towards eliminating villainy no matter the cost. As I saw them struggle to combat the evil organisations, it occurred to me that these factions could be used for good, so long as their power was kept in check.

As such, I formed another alliance, this one made up of archmages. It consisted of a discerning transmuter, a resilient abjurer, a handy evoker, a telepathic diviner, a binaural illusionist, an irresistible enchanter, an instantaneous conjurer, and a horrid necromancer. Each of them was predisposed towards a different philosophical branch (be it law, chaos, good, or evil), while I stood at the centre of them, acting as an impartial arbiter for neutrality.

Together, we put our interest in the Balance ahead of our own philosophical goals. We made sure that our good didn't dominate over evil, but also that evil didn't dominate over good. Where different factions and philosophies played at manipulating the common people, we played at manipulating the factions and philosophies; ensuring they were too busy fighting each other to harm anyone else.

However, this organisation also fell apart, at least I think it did. For you see, I was struck by a madness and banished from my own world. My memories of my organisation's final days are still a blur. By the time my sanity recovered, I was in the world of Faerûn; had no way of getting home.

As I adjusted to life in Faerûn, I began to see that it suffered many of the same problems that my world had. However, unlike in my world, none of its inhabitants seemed to recognise these problems. Yours is a dangerous land, filled with monsters, villains, nefarious organisations, and “heroic” organisations who seem to do more harm than good. However, to hear some of you tell it, this world is an exciting land of wonder and adventure, where only the wisest rule, and good always triumphs over evil.

This is, of course, completely absurd. Faerûn is dominated with vile beasts and monsters that inhabitants of small towns and villages have to be constantly wary of. Even those in bigger cities are hardly safe; are constantly getting caught up as pawns in the games of intrigue between various factions, which fight for supremacy.

I lack the power and resources to properly interfere with these factions, to balance them out and to make sure none of them gain too much power over the others. As such, writing this book is the next best thing I can do. After all, if you can understand the flaws of each of these factions, maybe you can start working to maintain the Balance yourselves.

In this tome, you will find my musings on each of the major factions of Faerûn, as well as several notes on important individuals and magic items relating to each faction. I have no idea whether this tome will prove beneficial to the people of Faerûn or if, like all my other endeavours, it will all go down in flames. I can only share my information with you; it is up to you to decide what to do with it.

— Mordenkainen

FACTIONS OF FAERÙN

EMERALD ENCLAVE

The Emerald Enclave is an organisation made up primarily of druids, rangers and bards. Invariably, all members are highly capable in their own fields, be it as warriors, spellcasters, herbalists, or survivalists. Personal power is very important to them, each member possessing the knowledge and skills to be self-sufficient.

The goal of the Emerald Enclave is an admirable one. Above all else, they seek to maintain balance between the natural world and the world of civilisation. While they are certainly known to help protect people from the threats of the natural world, historically they have been known to take nature's side in conflicts; bully and harassing settlements to force them to adhere to the Emerald Enclave's arbitrary view on where the line between nature and civilisation should be.

It's worth stressing just how arbitrary and subjective the Emerald Enclave's ideology is. After all, who gets to decide when a city has expanded too far into nature? Who gets to decide how many beasts need to attack a village before a member of the Emerald Enclave can get involved? For the most part, it seems up to the individual member of the Emerald Enclave, with little guidance coming from their superiors.

Things get more difficult when we start to question what we mean by the natural world. A city, most will agree, is not a natural place. However, is a village a natural place? After all, most villages are abundant with farmlands and animals, and ecosystems. True, these ecosystems tend to involve humans, but so does any ecosystem presided over by a druid or ranger of the Emerald Enclave.

What about nomadic tribes? Are the Uthgardt tribes part of nature? What about goblins and orcs? True, most people associate them more with the wilderness than with civilisation, but how does the Emerald Enclave regard them? If goblins attack a village, would the Emerald Enclave necessarily protect the village, or would they aid the goblins striking against civilisation? What about other creatures, such as trolls, manticores, dragons, and beholders? At what point do they stop being part of nature and start being a monster that needs to be killed?

This becomes more complicated when we consider imbalances to nature that are brought about by natural means. For example, if a species of rodent were being hunted to extinction by a particularly fierce breed of eagle, or a particularly harsh winter was killing off a local colony of badgers, would the Emerald Enclave get involved? If they do, it means they're willing to interfere with nature, to shape it to fit with their preconceived idea of how it should be. If they don't, it means they have no problem with ecosystems being disrupted, so long as it's not intelligent creatures causing it.

The question of when to meddle and when not to meddle becomes even more confusing when you remember that most of the Emerald Enclave's members are druids. Their magic is all about interfering with nature. They can cause plants to grow or die, can suddenly alter the weather, can start or end entire epidemics, can "bless" beasts and plants with human-level

intelligence. They obviously insist that they use these powers responsibly; however, as with everything else, the Emerald Enclave has no official guidelines on how its members should use their powers.

Much of this is due to the fact that most of its members are naturally predisposed towards being hermits and isolationists. Its members are used to following their own (often unexamined) sense of morality and having few outsiders question them. While the looser organisation structure is beneficial to its members; to outsiders the Emerald Enclave can come across as hypocritical and capricious, pursuing their whims and their alien ethos without considering how it will affect ordinary people.

That said, their capriciousness means that they do at least as much good as they do harm. They have opposed many cults and other organisations that have threatened to tear reality itself apart. They are also known to help guide those lost in the wilderness, and are known to act as ambassadors between the civilised world and barbarian tribes. The problem is that all this good is easy to forget when a druid is leading an army of dire wolves against a village.

HARPERS

The Harpers are perhaps the worst-kept secret in all the Realms. Originally a secret organisation devoted to opposing villainy and oppression, they soon became a semi-secret organisation, and then an open secret, before eventually winding up as one of the most famous heroic organisations across Faerûn.

In fairness to them, the Harpers have managed to turn this fame to their advantage. Most people think of the Harpers as being bold heroes who fight against wicked mages and vile dragons. In truth, the “true” Harpers tend to be the ones working behind the scenes, pushing and manipulating adventurers into furthering their faction’s goals.

This leads to the unfortunate hypocrisy of the Harpers. They make a lot of talk about how they promote freedom and equality, and how much they oppose oppression, however they seldom see any problem with manipulating individuals and nations to serve their interests. True, they claim to be benevolent, but the Harpers tend to treat the common people like cattle to be guided and protected, rather than individuals who might want some say in how things are done.

Some might claim that there's a difference between overt oppression and the subtle manipulation from behind the scenes, but the Harpers haven't done a very good job of fending off overt oppression either. How many nations are ruled by kings, nobles, and merchants, with the common people having little say in how things are done? The Harpers seem uninterested in tearing down the Lords of Waterdeep or the patriarchs of Baldur's Gate. If anything, historically, they've been close allies with the royals and nobles of Faerûn.

Of course, it's easy to see why this is the case. Faerûn is filled with all sorts of nasty monsters and organisations. As such, strong leaders and strong government are needed to keep people safe. It's one of the reasons why so many rulers are also powerful warriors, clerics and mages; anyone else could too easily be deposed or enthralled by nefarious forces. Limiting power to a small elite limits the possibility of outside influences corrupting the rulers of a nation.

However, just because the rulers are safe from external corruption, it doesn't mean they're safe from internal corruption. Power corrupts, as the Harpers say, and few have more power than the Open Lords and High Mages that make up the rulers of the Realms. Even those who aren't corrupt are often too cut off from the plights of ordinary people to truly understand their needs. After all, can one who has been raised surrounded by wealth and comforts truly understand the needs of the peasantry? Can those born into power and privilege truly comprehend how the laws they pass affect the common people?

Some might argue that the Harpers try their best to make sure that only those are wise and selfless get into positions of power, though this just comes back to their problem of them thinking they know better than everyone else. It also doesn't change the fact that most Harpers are probably as out-of-touch as most nobles and rulers.

Another way Harper hypocrisy shows up is their insistence on amassing knowledge and lore. Much of the Harpers' power is tied up in knowledge (especially arcane knowledge) and they claim to do their best to make sure that knowledge never dies. However, they are also the gatekeepers of knowledge; believe that they alone are responsible for deciding what information others have access to, and what information should be kept from them.

It's even rumoured that they are responsible for keeping potentially world-changing magic and technology from the Realms, for fear that it might be used for villainy or might cause further imbalances of power. Others claim that it's the interference of the gods that cause Faerûn's curious technological stasis but, either way, powerful beings are making decisions for ordinary people.

All that said, it's worth noting that, for all their hypocrisy, the Harpers don't seek power just for its own sake. They genuinely believe that all their meddling is for the greater good. Of course, this just means they're driven by ideology rather than self-interest and, as anyone with an ounce of sense can tell you, those driven by ideology can sometimes be the most dangerous and destructive beings in existence.

LORDS' ALLIANCE

The Lords' Alliance is the most overtly political of all the factions. When most people think of the Lords' Alliance, they think of the city-states of the Sword Coast and the North. However, while much of their power is tied up in politics, they also understand the importance of using and manipulating adventurers to carry out their tasks.

Members of the Lords' Alliance claim that it is devoted to maintaining order and civilisation. Of course, when they speak of order and civilisation, they are obviously talking about themselves. Any member of the Lords' Alliance is, by definition, civilised; while any nation or organisation that opposes it is, likewise by definition, uncivilised.

This circular reasoning means that they can pursue their nationalistic interests while thinking highly of themselves, and scorn outsiders that do the same. When the Lords' Alliance meddle in the affairs of Amn, they are simply protecting their interests abroad; however when the Shadow Thieves of Amn try to meddle in the affairs of Waterdeep, Amn is accused of being

underhanded and duplicitous.

The circular reasoning also means that they don't have to justify why order and civilisation are even that important in the first place. Some might argue that civilisation offers protection from the dangers of the wilderness. However, even a cursory glance at most major cities of the Lords' Alliance will tell you that's not the case. Where there are large cities, there's often large-scale inequality. Those on top are well-protected, but those on the bottom languish in poverty, crime and desperation.

Of course, some might say this is ridiculous; that even someone on the bottom of society is still better off than those who live outside of society, such as barbarians and nomads. This might be true, but it ignores the fact that it is the "civilised" cities and nations that are at least partly to blame for the sorry state that many tribes find themselves in.

For proof of my point, look no further than Maztica. Along its eastern coast, there were once many happy, prosperous tribes. These tribes were devastated by war and plague wilfully brought by settlers from Faerûn. Some members of the Lords' Alliance might try to pin this all on the greedy merchants of Amn, but Baldur's Gate and Waterdeep were just as quick to reach the grasping hand of colonialism across the Trackless Sea.

All this is not to say that the Lords' Alliance is all about bullying defenceless tribes and trying to manipulate their neighbours. In truth, a large part of the Lords' Alliance is driven by internal conflict. They are an alliance, after all, not a collective nation. As such, each city-state has its own interests and will look out for those interests above all else.

Some might expect members of the Lords' Alliance to be above such conflicts, but that completely ignores the reality of what the Lords' Alliance is: a political organisation. Its high-ranking members are rulers, nobles and merchants, most of whom were born into wealth and power. Like many members of noble and merchant families, they have likely been raised not to think in terms of right and wrong, but in terms of what helps them cling onto power and what might cause them to lose it.

That's not to say that the Lords' Alliance is completely consumed by games of manipulation and politics between cities and individuals. They have enough sense to know that they have more important things to worry about than feuding with each other. As such, they aren't quite as manipulative with each other as they are with their enemies. However, there's still a subtle element of political machination within almost any decision made by a high-ranking member of the Lords' Alliance.

Despite all these complaints, the Lords' Alliance is responsible for a lot of good. Not only is it responsible for maintaining a relative peace across the Sword Coast and the North, but it has also opposed a number of monsters and nefarious organisations in the past. The Lords' Alliance is young (scarcely more than a century and a half old), but has already helped prevent a great number of disasters from occurring.

ORDER OF THE GAUNTLET

The Order of the Gauntlet is an organisation made up primarily of clerics and paladins of Tyr,

Helm, Torm and Hoar. They are devoted to smiting evil, enforcing justice and enacting vengeance. Unsurprisingly, the believe that their main power comes from their faith and their gods.

It's no secret that I am a Materialist. By this, I mean I believe that we, as inhabitants of the Material Plane, should put our interests first and be wary of planar beings trying to meddle in our affairs. Though some don't like to admit it, the gods are planar beings. They might look like us and occasionally act like us, but they are completely different to us. Their power is on a scale far greater than ours, their emotions are hotter, and their flaws run deeper.

The gods are also undeniably responsible for a lot of suffering in Faerûn. Consider the goblinoids, the drow, and the orcs, who are all driven to evil and destruction by their gods. Even amongst the Faerûnian pantheon, there are many gods that have caused untold amounts of misery and destruction.

Some might say the gods of good are different, especially the gods of the Order of the Gauntlet. However, for all their talk of duty and honour, none of them want to risk their necks fighting against the forces of darkness. Instead, they prefer to send mortals to do their bidding; having us fight and die in their war with the likes of Bane, Bhaal and Myrkul.

Unfortunately, like seemingly all planar beings, they can't leave us alone. The Outer Planes draw energy from the Material Plane; and devils, demons, angels, and gods can no more live without us than parasites can live without a host. The war between Good and Evil may be a conflict of the Outer Planes, but the Material Plane serves as its battleground.

The Order of the Gauntlet is one of the weapons of the forces of Good. They hunt down and destroy Evil in its myriad forms. However, while they're skilled at eliminating uppercase Evil, they are less skilled at eliminating lowercase evil. If a noble is sacrificing commoners to a demon lord, the Order of the Gauntlet will get involved. However, if the noble is exploiting the commoners and working them to the point of exhaustion, the Order of the Gauntlet is more hesitant to get involved.

This is a problem, as it means the Order of the Gauntlet is a purely reactionary organisation. It will fight against Evil but not the causes of Evil. They will gladly execute devil worshippers, but look at what caused people to turn to worshipping devils in the first place. After all, one doesn't turn to devil worship out of nowhere. There's often a cause. Perhaps they turned to devil worship out of fear or desperation, or maybe there's a larger culture of selfishness and ambition that gives rise to devil worship.

One of the problems the Order of the Gauntlet has is that they're too strong. Not only are they strong in terms of arms, but they are also strong in terms of faith; being zealots who never doubt their gods. As such, their strength sometimes make it hard for them to truly understand the weak. They may understand how power corrupts, but they don't understand how lack of power corrupts; how fear, helplessness and resentment are the greatest recruitment tools of the Lower Planes.

If they did understand this, perhaps the Order of the Gauntlet would be more than just a group of holy knights going out and slaying evil. They could lay down infrastructure that would prevent commoners from having to turn to fiend worship out of desperation. This might seem

absurd to some, but keep in mind that the temples of Ilmater and Lathander have done wonders for impoverished communities across Faerûn.

Of course, the Order of the Gauntlet wouldn't do that. There is less glory in opening a soup kitchen than in slaying hordes of demons. More importantly, the Order of the Gauntlet is made up of zealots who wouldn't dare to question their deities. These deities (who are closer to personifications of justice and retribution than actual people) can scarcely comprehend the concept of fighting evil with kindness and mercy. Even if they could, it's doubtful that they would try it. After all, if people managed to finally be safe and contented, they'd no longer have need of gods and their war of Good and Evil.

Despite all the Order of the Gauntlet's problems, though, they are effective (if unwitting) agents of the Balance. By pursuing Good, they act as a counterbalance against the forces of Evil. Should the Balance be tipped the wrong way, they could eventually become a dire threat to the Realms but, for now, their simplistic approach to combating Evil is to the benefit of the Realms.

ZHENTARIM

The Zhentarim is a mercenary organisation. It is widespread and prosperous, many people from all walks of life depending on Zhentarim steel to protect them or to perform delicate tasks for them. Unfortunately, like many business organisations, the Zhentarim isn't content to "merely" be prosperous; won't be satisfied until they have a complete monopoly on the mercenary trade.

To do this, they are willing to resort to any number of underhanded business practices. They bribe, blackmail, strong-arm, and even threaten. They weave agents into positions of power and authority, be it in as the boss of a city's criminal underworld, or as the outright ruler of a city. They are willing to do just about anything they think they can get away with in order to get ahead; all the while trying to maintain a friendly exterior.

This, on its own, isn't too notable. After all, many businesses pursue profit and economic might at the expense of all else. It is an open secret that those with money are able to influence the rulers of cities and nations; are able to circumvent the law when need be. It's also no real secret that the wealthiest of people tend to make and maintain their wealth by being ruthless and greedy.

What makes the Zhentarim different from many business organisations is their use of adventurers. Being a mercenary company, it isn't too surprising that many within their ranks are adventurers or former adventurers. What is surprising to some is how much the Zhentarim are willing to use and manipulate adventurers to serve their purposes.

To the Zhentarim, adventurers are a resource to fight for dominion over. In truth, many other factions share this opinion; however, where other factions see controlling adventurers as a means to an end, to the Zhentarim it is an end unto itself. After all, adventurers are just another form of hired muscle to them; and as such the Zhentarim must control them in order to establish and maintain its iron-fisted monopoly.

The ways they try to win over adventurers vary, each “pitch” being tailored to the adventurer they’re talking to. Because they aren’t bound by any ideology beyond their own continued prosperity, it means they are free to present themselves however they wish. To adventurers of a more mercenary mindset, they can promise payment, rewards and access to vast resources. To more morally-inclined adventurers, they can play up the idea that the Black Network is a large family that looks out for one another.

This two-faced attitude also extends to their clients. To criminals and corrupt officials, they present themselves as ruthless mercenaries, who will do anything for gold. To other officials and to the common populace, they present themselves as friendly, helpful mercenaries who are willing to aid them with whatever problem they’re facing, for a small fee.

Of course, like any large business, when its shadier activities come to light, the upper ranks of the Zhentarim are willing to act appalled disavow all knowledge of any unsavoury activities its lower-ranking members may be engaged with. Plausible deniability is a large part of how the Zhentarim operates, and its high-ranking members are willing to plead any levels of obliviousness and incompetence, so long as it suits their interests.

Despite their selfish goals, though, the Zhentarim isn’t all that much worse than most large businesses and major factions. Its leaders might be disingenuous and two-faced, but at least you can trust them to be self-serving and duplicitous. The Zhentarim is also responsible for giving direction and purpose to many adventurers; pointing them towards major threats to Faerûn.

NEW BACKGROUNDS

FERAL CHILD

Lost or abandoned in the wilderness at a young age, your earliest memories were being raised by animals. Eventually, you found your way back to civilisation. Perhaps you were “rescued” from the wilderness by a kindly explorer, or maybe you were captured by a circus and exhibited as a curiosity. Whatever your history, you have managed to pick up some of the habits of civilised society, though some part of you still remembers your time living in the wilderness amongst the animals.

Skill Proficiencies: Survival, plus one from among Acrobatics, Animal Handling, Athletics, and Intimidation

Tool Proficiencies: Herbalism kit

Languages: One of your choice (can be a beast language, such as Giant Eagle or Giant Elk)

Equipment: A set of traveller's clothes, a memento relating to your parents (be they your birth parents or your animal parents), and a pouch containing 10 gp

FEATURE: BEASTLY COMMUNICATION

You know how to interact with nonhostile animals of the same type as the ones that raised you in such a way as to receive aid from them. These creatures might help guide you somewhere you wish to go, might provide you with shelter, or might help hide you from danger, though they will not risk their lives for you.

SUGGESTED CHARACTERISTICS

Use the details for the outlander background in the *Player's Handbook* as the basis for your traits and motivation, modifying the entries when appropriate to suit your identity as a feral child.

Your bond could be related to your parents or to the person responsible for your induction into humanoid society. Your ideal is likely influenced by the beasts that raised you, which gave you a unique outlook on life.

FLAWED CLONE

You are the imperfect clone of someone else. You might have been a vessel created with the *clone* spell that awoke prematurely, perhaps you were the result of a mage trying to bring back a dead loved one via cloning, or maybe you were a simulacrum that gained independence and self-awareness.

Whatever your precise origins, you are not what your creator intended you to be. How much do you know about your unnatural origins? How does it affect how you see yourself? Do you identify as the person you were cloned from or as your own person? Do you see yourself a real person, or just a flawed copy?

Skill Proficiencies: Choose two from among Arcana, History, Nature, and Religion

Languages: Two of your choice

Equipment: A set of common clothes, a memento relating to either your creator or the person you were cloned from (a ring, lock of hair, or trinket), and a pouch containing 15 gp

FEATURE: BIZARRE BIOLOGY

Due to your unnatural origins, there is something unusual about your body. Maybe you no longer age naturally, maybe your life-force is bound to another, or maybe you are the spitting image of someone important. Work with your DM to decide that nature of your bizarre biology.

SUGGESTED CHARACTERISTICS

Use the details for the folk hero background in the *Player's Handbook* as the basis for your traits and motivation, modifying the entries when appropriate to suit your identity as a flawed clone.

Your bond is likely related to your creator or the person you were cloned from. Your ideal might be something you “inherited” from your progenitor, or might be something you've developed yourself.

SATIRIST

In the past, you were a satirist. You were involved with the writing and performing of songs or plays that mocked those in power. Your open ridicule caused you to make many powerful enemies and likely led to you being chased out of town on more than one occasion.

Skill Proficiencies: Performance, Persuasion

Tool Proficiencies: Disguise kit, one type of musical instrument

Equipment: A set of traveller's clothes, one musical instrument, a written death threat addressed personally to you, and a pouch containing 10 gp

FEATURE: REVOLUTIONIST'S FRIEND

Your open mockery of those in power means that some see you as dangerous, while others see you as an ally. Wherever you go, you can find those who detest the people in power, and who will give you a place to hide, rest, or recuperate if need be, unless you have shown yourself to be a danger to them. They will shield you from the law or anyone else searching for you, though will not risk their lives for you.

SUGGESTED CHARACTERISTICS

Use the details for the entertainer background in the *Player's Handbook* as the basis for your traits and motivation, modifying the entries when appropriate to suit your identity as a satirist.

Your bond could be related to one of your fellow performers, or someone you ridiculed in the past. Your ideal likely relates to your political beliefs, and the types of figures you regularly found yourself ridiculing.

TOWN OFFICIAL

You were once an important public figure within a town. Perhaps you were a mayor, a sheriff, a town crier, or even a public executioner. However, something presumably went wrong, causing you to become an adventurer instead. Perhaps you were caught up in a public scandal, perhaps your town was razed by monsters, or perhaps you simply grew tired of life as a town official. Whatever the case, you are now an adventurer and your days as a town official are likely behind you.

Skill Proficiencies: Choose two from among Deception, History, Intimidation, and Persuasion

Languages: Two of your choice

Equipment: A set of common clothes, an object associated with your former profession (a bell, badge, or chain of office), and a pouch containing 15 gp

FEATURE: VOICE OF AUTHORITY

You are capable of projecting your voice; allowing you to be heard clearly even over noise and hubbub. Additionally, if you need to get the attention of a nonhostile crowd of people, you are able to speak loudly enough and in the correct tone of voice to cause them to momentarily stop what they're doing and listen to you.

SUGGESTED CHARACTERISTICS

Use the details for the guild artisan background in the *Player's Handbook* as the basis for your traits and motivation, modifying the entries when appropriate to suit your identity as a town official.

Your bond could be related to the town you used to officiate, or someone who lived there. Your ideal is likely shaped by the job you used to have and your reason for leaving it.

WILLING SACRIFICE

At some point in your past, you willingly allowed yourself to be killed. Perhaps you threw yourself in harm's way to protect another. Maybe you were indoctrinated into a cult and allowed yourself to be sacrificed by the cult's leader. Perhaps you were simply so convinced of your political or religious beliefs, that you allowed yourself to be killed rather than renounce them.

Whatever the case, for some reason, death didn't stick. Maybe you were only "mostly" dead, maybe a powerful spellcaster brought you back from the dead, or maybe your resurrection is a lingering mystery that has yet to be satisfactorily answered.

Skill Proficiencies: History, Religion

Languages: Two of your choice

Equipment: A set of common clothes, a holy symbol, a reminder of your death (such as a knife, a noose, or a jar of ash), and a pouch of 10 gp

FEATURE: DIVINE REVELATION

When you died you underwent a divine revelation. Perhaps you got a glimpse of the afterlife or had a chance to speak with a god or other powerful planar entity. As such, you have gained a unique insight and understanding of a particular subject (be it relating to history, magic, nature, religion, or the planes). Work with your DM to determine the details of your revelation and its impact on the campaign.

SUGGESTED CHARACTERISTICS

Use the details for the hermit background in the *Player's Handbook* as the basis for your traits and motivation, modifying the entries when appropriate to suit your identity as a willing sacrifice.

Your bond is likely related to either the person responsible for your death or the person responsible for your resurrection. Your ideal might be related to the nature of your divine revelation, or to the circumstances that led to your death.

MAGIC ITEMS

CHALSEMBYR'S HEART

Weapon (greatsword), legendary (requires attunement by a paladin)

Chalsembyr's Heart is a greatsword made of iron and gold, and decorated with a lion motif. It is a legacy weapon, one that slowly unlocks its powers to paladins of great renown. When a paladin of great renown dies while attuned to this weapon, the weapon absorbs an echo of the paladin's soul; gaining new abilities. Absorbing a soul echo is extremely rare, and becomes harder to do with each soul echo that the sword absorbs.

The holy greatsword was created by clerics of Torm for Bertold the Seeker. With the sword, Bertold attempted to seek out the ruins of Chalsembyr, an ancient nation ruled by Torm before his ascension to godhood. However, Bertold was constantly distracted from his mission by people in need. He eventually died rescuing a child from some ogres, having come no closer to finding Chalsembyr than when he started.

The next paladin to wield the blade was Nariako the Protector. Being from the Hordelands, but raised by an elderly priest of Torm, she devoted herself to travelling and helping people. When she came across *Chalsembyr's Heart* on her travels, she took it as a sign that she should seek out lost Chalsembyr. However, as with Bertold, her holy mission was interrupted along the way by those in need. She eventually died, having not found Chalsembyr, while trying to protect a town from an invading horde of undead.

After that, the sword exchanged hands a number of times before falling into the hands of Clover "Clotho" Thornbow. This selfless paladin of Torm gave all she could to help others. However, as she grew old, she feared that for all the good she'd done, she hadn't left behind enough of a legacy to be proud of. As such, she took up *Chalsembyr's Heart* and wielded it as she sought out lost Chalsembyr, hoping it would allow her to make a name for herself.

Her journey eventually led her to a town suffering from a terrible plague. She stopped to help heal the people. However, the plague was so widespread that it took the rest of her life to fully heal the town. When she passed away, the people of the town built a statue in her honour. Clotho the Healer is still remembered fondly in that town, even to this day.

After Clotho, the sword eventually made its way into the possession of Seiroku Ashida, also known as Ashida the Avenger. He was a member of one of several paladin orders that would later merge to form the Order of the Gauntlet; was obsessed with winning Torm's favour, and believed he could do so by uncovering the ruins of lost Chalsembyr.

However, when an army of hezrous invaded the Material Plane, he was forced to abandon his mission and fight them instead. He faced off against the demons, fighting valiantly alongside his fellow paladins; ultimately giving his life to turn the tide of battle against the fiends. Since then, a number of other paladins of Torm have wielded *Chalsembyr's Heart*, though none have made as great a name for themselves.

Magic Weapon. You gain a +3 bonus to attack and damage rolls made with this magic weapon.

Heart of the Seeker. If you have 5 or more levels in the paladin class, while *Chalsembyr's Heart* is on your person, you have advantage on Intelligence (Investigation) checks to pore through books and scrolls for important information, Wisdom (Insight) checks to tell what someone is thinking, and Charisma checks to gather news, rumours, and the key topics of a conversation.

Heart of the Protector. If you have 9 or more levels in the paladin class, while you hold *Chalsembyr's Heart*, the sword creates an aura in a 20-foot radius around you. You and all creatures friendly to you in the aura have advantage on saving throws against the spells and special abilities of fiends and undead.

Heart of the Healer. If you have 13 or more levels in the paladin class, while holding *Chalsembyr's Heart*, as an action, you can use an action to restore up to 80 hit points, divided as you choose among any number of living creatures that you can see within 30 feet of you. Once used, this property can't be used again until the next dawn.

Heart of the Avenger. If you have 17 or more levels in the paladin class, when you hit a fiend or an undead with *Chalsembyr's Heart*, that creature takes an extra 2d10 radiant damage. If the target has 50 hit points or fewer after taking this damage, it must succeed on a Wisdom saving throw against your spell save DC or be destroyed.

Sentience. *Chalsembyr's Heart* is a sentient lawful good weapon, with an Intelligence of 16, a Wisdom of 17, and a Charisma of 19. Its ability scores improve by 1 with each soul echo it absorbs. It has hearing and darkvision out to 120 feet. It can understand Celestial and Common, and communicates telepathically with its wielder.

Personality. *Chalsembyr's Heart* has the mindset and personality of a paladin. It expects its wielder to live up to the high ideals of a lawful good paladin. It is calm and patient, though, offering advice and guidance in place of harsh judgement. It knows that being a paragon of virtue is not easy, and is always willing to give its wielder a second chance, so long as they seem sincere in their desire to be virtuous.

As well its desire to be wielded by someone virtuous, *Chalsembyr's Heart* also has a slight longing to find lost Chalsembyr. It knows that Chalsembyr is nothing but ruins, that the real Chalsembyr lives on in Torm, his followers, and their selfless deeds. However, the greatsword was made for the express purpose of finding the ruins, contains soul echoes of paladins who died seeking out Chalsembyr, and so that longing is there, no matter how irrational it may be.

CLOAK OF THE HIGH FOREST

Wondrous item, legendary (requires attunement)

The *Cloak of the High Forest* appears to be woven from vines, leaves and other vegetable matter. Despite its crude appearance, it is warm, comfortable and hardy. The cloak has been worn by a number of rangers and druids over the centuries, many of whom were associated with the Emerald Enclave.

The history of this cloak isn't entirely known, however a popular story tells of a druid who

decided to spend a year with no shelter, so that he could experience the land unhindered. As the cold season set in, though, nature gifted him with this cloak. The message was as humbling as it was clear: one can appreciate the rain while still seeking shelter from it.

Cloak of Protection. You gain a +1 bonus to AC and saving throws while wearing this cloak.

Cloak of Elemental Endurance. While wearing this cloak, you can exist comfortably in conditions between -50 and 140 degrees Fahrenheit without having to make Constitution saving throws.

Cloak of Elvenkind. While wearing this cloak with the hood up, Wisdom (Perception) checks to see you are made with disadvantage, and you have advantage on Dexterity (Stealth) checks made to hide, as the cloak's colour shifts to camouflage you. Pulling the hood up or down requires an action.

Sentience. The *Cloak of the High Forest* is a sentient cloak of neutral alignment, with an Intelligence of 12, a Wisdom of 18, and a Charisma of 15. It shares the senses of its wearer. It communicates by transmitting emotions. The emotions it transmits are often subtle (a strange sense of calm, a passing moment of dread), so much so that the wearer can sometimes be confused by which emotions are their own and which emotions are coming from the cloak.

Personality. The *Cloak of the High Forest* has an almost parental relationship with its wearer. It seems driven by a desire to protect its wearer, especially from the uncaring forces of nature. However, the cloak also seeks to protect nature from those who would destroy it. It disapproves when its wearer needlessly disrupts the natural order, and is pleased when its wearer helps to protect the natural order.

DETERMINATION

Weapon (longsword), legendary (requires attunement)

Determination is a black longsword with a vicious-looking blade and a large ruby embedded in its pommel. It has been used by a number of (largely nefarious) individuals to achieve their goals. The most famous of its wielders is the Pereghost, who used it to rise to a high rank within the Zhentarim over a century ago. The sword's present location is unknown. Some say it's still in the possession of the Pereghost, while others say it was stolen by an apprentice of his decades ago.

Magic Weapon. You gain a +3 bonus to attack and damage rolls made with this magic weapon. While this weapon is on your person, you have advantage on initiative rolls and Wisdom (Perception) checks.

Charges. *Determination* has 3 charges for the following properties. It regains 1d3 expended charges daily at dawn.

Rend Probability. Whenever you roll a d20 to make an attack roll with this weapon or a saving throw while holding this weapon, you can use your reaction to expend 1 of its charges to roll an additional d20. You can choose to expend the charge after you roll the die, but before

the outcome is determined. You choose which of the d20s is used for the attack roll or saving throw.

Rend Space. While wielding this sword, you can use an action and expend 1 of its charges to teleport up to 120 feet to an unoccupied space that you can see. If you appear within 5 feet of a creature, you can use a bonus action to make an attack against it with this sword, dealing an extra 2d8 damage on a hit.

Rend Time. When you hit a creature with this weapon, you can expend 1 of its charges to attempt to move the target forwards in time. The target must succeed on a DC 15 Charisma saving throw or vanish until the start of your next turn, reappearing in the space it left or in the nearest unoccupied space if that space is occupied.

Sentience. *Determination* is a sentient lawful evil weapon with an Intelligence of 17, a Wisdom of 14, and a Charisma of 18. It has hearing and darkvision out to 120 feet. The weapon can speak, read, and understand Common, and can communicate with its wielder telepathically. Its voice is raspy, and it can sense strong desires within those who wield it.

Personality. *Determination* sees itself as a mentor figure. It encourages its wielders to pursue their goals, especially ambitions of power; encouraging them to do whatever it takes to achieve their goals. It understands that some goals take patience and long-term planning to achieve, but vocally disapproves of those who let their “petty” morality get in the way of what needs to be done.

Once its wielder has achieved their goals, *Determination* encourages them to seek out new goals. If a wielder seems to lack any strong desires, or has allowed their morality to get in their way too often, *Determination* does its best to find a new wielder.

DOVE'S HARP

Wondrous item, legendary

The goddess Mystra once had seven daughters, each of whom were blessed with phenomenal abilities from birth. Destined for greatness, each of the Seven Sisters went on to become famous heroes. One of these sisters was Dove Falconhand, who became famous as a Harper and a Knight of Myth Drannor.

On one of her many adventures, she came across a magical silver harp of elven design. The original name of the harp has been lost to time; the harp now being known simply as *Dove's Harp*. Shortly after Dove's death, the harp went missing under mysterious circumstances. Some claim the harp managed to leave of its own accord, while others claim the harp was stolen by an enterprising thief.

Song of Healing. While holding *Dove's Harp*, you can speak its command word to cause the harp to play a song of healing. The song of healing creates a 20-foot-radius aura around the harp.

The aura grants the following benefits:

- When a creature starts its turn within the aura or that enters the aura for the first time on its turn, the creature regains 2 hit points.
- Creatures within the aura can't be charmed or frightened. A creature already under the effects of the charmed or frightened condition has the effects of the condition suppressed while within the aura.
- A creature that spends a full minute within the aura is cured of any madness, insanity, or intellect-shattering effect it is suffering from.

To gain the benefits of the aura, a creature must be able to hear the song of healing. The song of healing lasts for a minute or until the harp is no longer being held. Once used, this property can't be used again until the next dawn.

Sentience. *Dove's Harp* is a sentient chaotic good harp with an Intelligence of 12, a Wisdom of 16, and a Charisma of 18. It has hearing and darkvision out to 120 feet. The harp understands Common, Elvish, and Sylvan, but can only communicate by playing soft melodies.

Personality. Because *Dove's Harp* only communicates by playing itself, very little is known about its personality. However, it seems to have a fondness for heroic adventurers, especially those associated with the Harpers or the elves of Cormanthor. It also seems to despise selfish individuals, especially tyrants; will do its best to resist helping them.

GRIMJAW

Armour (shield), legendary (requires attunement)

Grimjaw is a dark iron shield. Sculpted into the front of it is an ugly visage with a wide mouth. The shield was discovered several decades ago in the demon-infested mines of Tethyamar. From there, it made its way between merchants and adventurers before eventually winding up in the possession of the Lords' Alliance. Its most recent wielder was a half-orc adventurer named Brash Olegson, who went missing with the shield somewhere near Daggerford several months ago.

Magic Shield. While holding this shield, you gain a +2 bonus to AC. This bonus is in addition to the shield's normal bonus to AC.

Iron Grip. While holding this shield, when a melee weapon attack against you misses, you can use your reaction to cause *Grimjaw* to attempt to catch the attacking weapon in its jaws. The attacking creature must succeed a DC 12 Dexterity saving throw or its weapon is caught in *Grimjaw*'s mouth. The creature automatically succeeds on its saving throw if it is more than one size larger than you, or if the weapon is part of the creature's body.

While a weapon is caught in *Grimjaw*'s mouth, its wielder can't use it to attack, and neither you nor its wielder can move away from each other. A creature holding a weapon caught in *Grimjaw*'s mouth can use its action to make a DC 12 Strength check, pulling the weapon free on a success. *Grimjaw* can have only one weapon caught in its mouth at a time. You can cause *Grimjaw* to release its hold on a weapon as a bonus action.

Devour Weapon. *Grimjaw* is capable of devouring weapons. You can feed a nonmagical weapon to *Grimjaw* as an action. Additionally, as a bonus action, you can command *Grimjaw* to devour a nonmagical weapon caught in its mouth (see above). If the weapon is being held by a creature, the creature can make a DC 12 Strength check, preventing the weapon from being devoured on a success.

When *Grimjaw* devours a weapon, the weapon is completely destroyed, and *Grimjaw* absorbs the psychic essence of the weapon. In doing so, it learns the history of the weapon. How much history *Grimjaw* learns depends on the historic and sentimental value attached to the weapon.

For an ordinary weapon, *Grimjaw* learns only details of how it has been used in the past 24 hours. For a weapon of great sentimental value, *Grimjaw* gains knowledge of the weapon's owner and a broad sense of how they used the weapon (recklessly, cautiously, skilfully, decoratively, etc.). For a weapon of great historic value, *Grimjaw* gains a general understanding of the weapon's history and the noteworthy people who wielded it.

Sentience. *Grimjaw* is a sentient chaotic evil shield with an Intelligence of 13, a Wisdom of 8, and a Charisma of 14. It has hearing and darkvision out to 60 feet. The shield can speak, read, and understand Common, Dwarvish, and Orc. It speaks in a gruff voice and tends to complain if it goes too long without being fed.

Personality. *Grimjaw* is an aloof shield, uninterested in the petty concerns of legality or ethics. It only seems interested in consuming weapons. Curiously, *Grimjaw* seems convinced that all shields and weapons are sentient, albeit not in a way that biological creatures would understand. The shield sees no problem with the fact that it is constantly eating "sentient" weapons. It claims there has always been a great rivalry between weapons and shields, and that, by devouring weapons, it is getting revenge for all the times a weapon has hit it in the face.

Grimjaw is chatty and personable, so long as it's well-fed. It's also willing to share any information it learns from weapons it devours; though its owners only have the shield's word that it's telling the truth about what it learns.

IMPORTANT NPCs

ELMINSTER AUMAR

Elminster Aumar (also known as the “Sage of Shadowdale” and the “Old Mage”) is a Chosen of Mystra. He resembles the archetypal wizard, with his long white hair and matching beard. He is perhaps the most powerful and famous archmage in all the Realms. Despite his great fame and power, he mostly desires to be left alone, relaxing in Shadowdale, smoking his meerschaum pipe.

Many who have met Elminster have different impressions of him. Some who have met him consider him to be witty, charming, wise and humble. Others consider him to be an egotist and a bully, who uses his intense magical might and reputation to get away with being rude and abrasive. Some claim that these differences in opinion are due to Elminster being a master of obfuscation; able to put on whatever persona best suits his interests. Others claim that Elminster's centuries-long life and intense power has slowly driven him insane, causing him to have wild mood swings and radical shifts in personality.

Elminster prefers to act from behind the scenes, manipulating adventurers and organisations to prevent disasters and eliminate dangers before they get out of hand. Some see these as the actions of either a coward or a paranoid madman. Others (especially the Harpers, with whom he is allied) see this as yet another sign of his great wisdom; that he is always willing to focus on the bigger picture.

KAZARDUN

“Judge” Kazardun is a shield dwarf with black hair and greyish skin. He used to be a mercenary but has loyally served the Lords' Alliance for a century and a half. Kazardun gets his nickname from his stern and serious personality, as well as his inflexible attitude when it comes to upholding the law and protecting the interests of the Lords' Alliance.

His superiors trust his stern judgement and know that they can always depend on him to put the interests of the Lords' Alliance first. He has a number of knights and veterans who work under him, all of whom are unquestioningly loyal to him. His most notable missions often involve adventurers, be it accompanying adventurers on an important quest, or leading his men to apprehend adventurers accused of breaking the law.

LADY SHADOWMOON

Lady Shadowmoon is a wood elf druid and a high-ranking member of the Emerald Enclave. During the time of the Spellplague, she became corrupted by darkness and despair; took the name Cindermoon and turned the Emerald Enclave into a force for destruction. She was eventually cured of her corruption during the Second Sundering. She is now consumed by remorse for all she did while under the thrall of madness; seeks to do all she can to redeem herself in the eyes of her peers.

One of the main ways she tries to distance herself from her former actions is by funding adventurers to hunt down and put a stop to the extremist sects within the Emerald Enclave and other druids more concerned with destruction than preserving the balance. She rewards them from her own purse; has even been known to grant unique charms and magic items that she has crafted.

MANSHOON

Manshoon is the infamous and ruthless founder of the Zhentarim. Seeking power and fearing death, Manshoon mastered the arcane arts and used his phenomenal arcane abilities to create a number of dormant clones of himself and scattered them across Faerûn, believing that if he were ever killed, one of them would awaken and take his place.

Unfortunately for him, when he died, all the clones awoke at once, all of them believing themselves to be the true Manshoon. The Manshoon clones battled fiercely for dominance and, when the dust settled, only one Manshoon seemed to remain.

This Manshoon, unlike the other Manshoons, was a vampire. By hiding behind the scenes and waiting until the right time, he effortlessly avoided bloodshed while his foes slaughtered each other. Taking this as a lesson, the vampire resumed its dreams of conquest, but this time decided to act more slowly and cautiously; manipulating events from behind the scenes rather than drawing attention to himself.

Manshoon is pale-skinned and has long, dark hair. He is quick-witted, cunning, and effortlessly charming. There is always an air of arrogance and slight smugness to everything he does. He claims to be unkillable, having (mostly) removed his vampire weaknesses and set up a number of vampiric clones in case of his "death". However, every person has a weakness, and Manshoon's is his own hubris, which he often struggles to keep in check.

MAZZY FENTAN

Mazzy Fentan is an elderly, silver-haired lightfoot halfling paladin. Despite her old age, she's as spry and lively as ever. She has an infectious passion for adventuring, protecting the weak, and righting wrongs. Though she is a member of the Order of the Gauntlet, she doesn't worship one of its core deities (Helm, Hoar, Torm, or Tyr); instead worships Arvoreen, the halfling god of war.

In the past, her race and choice of deity caused her to clash with other paladins. Her peers often saw her as an adorable, little halfling playing at being an adventurer; excluded her from their paladin orders for not worshipping a traditional Faerûnian deity of virtue and honour. Things changed when she became a famous member of the Order of the Gauntlet; her comrades are now quick to listen to her and take her advice, especially when she calls them out on their human-centric behaviour.

ELMINSTER AUMAR

Medium humanoid (human), chaotic good

Armor Class 19 (*robe of the archmagi*)

Hit Points 300 (40d8 + 120)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	18 (+4)	16 (+3)	26 (+8)	20 (+5)	17 (+3)

Saving Throws Con +12, Int +17, Wis +14, Cha +12

Skills Arcana +26, Deception +12, History +17, Insight +14,

Nature +17, Perception +14, Religion +17

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses truesight 120 ft., passive Perception 24

Languages All

Challenge 30 (155,000 XP)

Special Equipment. Elminster wears a white *robe of the archmagi* and a *hat of the magister* (a legendary magic item that requires attunement). Additionally, he wields a *staff of the magi*. Roll 8d6 to determine how many charges the staff has remaining. Elminster's equipment is accounted for in his statistics.

Elminster has access to a wide variety of magic items and spellbooks. He may choose to change which magic items he carries and his list of prepared spells, depending on what situation he feels he is likely to encounter.

Legendary Resistance (3/Day). If Elminster fails a saving throw, he can choose to succeed instead.

Magic Resistance. While holding his *staff of the magi*, Elminster has advantage on saving throws against spells. While wearing his *robe of the archmagi*, he has advantage on saving throws against spells and other magical effects.

Magisterial Might. While wearing his *hat of the magister*, Elminster can concentrate on up to two spells at once, and has advantage on saving throws to maintain concentration on spells. Additionally, while wearing the hat, Elminster's spell save DC is increased by 2 (accounted for in his statistics).

Spellcasting. Elminster is a 20th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 29, +21 to hit with spell attacks). Elminster has the following wizard spells prepared:

Cantrips (at will): *dancing lights, fire bolt, mage hand, minor illusion, prestidigitation*

1st level (4 slots): *disguise self, magic missile, shield, thunderwave*

2nd level (3 slots): *detect thoughts, mirror image, misty step*

3rd level (3 slots): *counterspell, dispel magic, fear, fireball, fly*

4th level (3 slots): *dimension door, greater invisibility*

5th level (3 slots): *cone of cold, scrying, wall of force*

6th level (2 slots): *chain lightning, disintegrate, globe of invulnerability*

7th level (2 slots): *forcecage, project image, teleport*

8th level (1 slot): *feeblemind, mind blank*

9th level (1 slot): *meteor swarm, time stop, wish*

Spellfire Healing. As a bonus action, Elminster can expend a spell slot and regain 10 hit points per level of the slot.

Spellfire Strike. When Elminster hits a creature with a melee weapon attack, he can expend one spell slot to deal an extra 13 (2d12) force damage to the target. If Elminster expends a spell slot of 2nd level or higher, the extra damage increases by 2d12 for each spell level above 1st.

Spells of the Magi. While holding his *staff of the magi*, Elminster can use an action to expend some of its charges to cast one of the following spells from it, using his spell save DC and spellcasting ability: *conjure elemental* (7 charges), *dispel magic* (3 charges), *fireball* (7th-level version, 7 charges), *flaming sphere* (2 charges), *ice storm* (4 charges), *invisibility* (2 charges), *knock* (2 charges), *lightning bolt* (7th-level version, 7 charges), *passwall* (5 charges), *plane shift* (7 charges), *telekinesis* (5 charges), *wall of fire* (4 charges), or *web* (2 charges).

He can also use an action to cast one of the following spells from the staff without using any charges: *arcane lock, detect magic, enlarge/reduce, light, mage hand, or protection from evil and good*.

ACTIONS

Staff of the Magi. **Melee Weapon Attack:** +13 to hit, reach 5 ft., one target. **Hit:** 7 (1d6 + 4) bludgeoning damage, or 8 (1d8 + 4) bludgeoning damage if used with two hands.

Retributive Strike. Elminster breaks his *staff of the magi* over his knee. The staff is destroyed, releasing an explosion of magic in a 30-foot-radius. Elminster has a 50 percent chance to instantly travel to a random plane of existence, avoiding the explosion. Otherwise, he takes an amount of force damage equal to 16 times the amount of charges in the staff.

Every other creature within the area must make a DC 17 saving throw. On a failed save, a creature takes an amount of damage equal to the amount of charges in the staff times 8 (if the creature is within 10 feet of the point of origin), 6 (if the creature is between 11 and 20 feet of the point of origin), or 4 (if the creature is between 21 and 30 feet of the point of origin). On a successful save, a creature takes half as much damage.

Superior Arcane Recovery (3/Day). Elminster regains up to 20 levels worth of expended spell slots.

REACTIONS

Spell Absorption. When another creature casts a spell that targets only him, Elminster can use the *staff of the magi* to absorb the spell, cancelling its effect. The staff then gains a number of charges equal to the absorbed spell's level. If doing so brings the staff's total number of charges above 50, the staff explodes as if Elminster had activated its retributive strike.

LEGENDARY ACTIONS

Elminster can take 5 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Elminster regains spent legendary actions at the start of his turn.

Cast Spell I. Elminster casts a spell of 3rd level or lower from his list of prepared spells, using a spell slot as normal.

Cast Spell II (Costs 2 Actions). Elminster casts a spell of 6th level or lower from his list of prepared spells, using a spell slot as normal.

Cast Spell III (Costs 3 Actions). Elminster casts a spell from his list of prepared spells, using a spell slot as normal.

KAZARDUN

Medium humanoid (dwarf), lawful neutral

Armor Class 20 (plate, shield)

Hit Points 97 (13d8 + 39)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	16 (+3)	15 (+2)	14 (+2)	10 (+0)

Saving Throws Str +7, Con +6, Wis +5

Skills Athletics +7, Insight +5, Investigation +5, Perception +5

Damage Resistances poison

Senses darkvision 60 ft., passive Perception 15

Languages Common, Dwarvish

Challenge 6 (2,300 XP)

Special Equipment. Kazardun wields a +1 warhammer (accounted for in his statistics).

Dwarven Resilience. Kazardun has advantage on saving throws against poison.

Indomitable (2/Day). Kazardun rerolls a failed saving throw.

Iron Will. Kazardun has advantage on saving throws against being charmed or frightened.

Second Wind (Recharges after a Short or Long Rest). As a bonus action, Kazardun can regain 15 hit points.

ACTIONS

Multiattack. Kazardun makes three melee attacks. Alternatively, he can make two ranged attacks with his javelins.

+1 Warhammer. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 9 (1d8 + 5) bludgeoning damage, or 10 (1d10 + 5) bludgeoning damage if used with two hands.

Javelin. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or 30/120 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage.

Leadership (Recharges after a Short or Long Rest). For 1 minute, Kazardun can utter a special command or warning whenever a nonhostile creature that he can see within 30 feet of him makes an attack roll or a saving throw. The creature can add a d4 to its roll provided it can hear and understand Kazardun. A creature can benefit from only one Leadership die at a time. This effect ends if Kazardun is incapacitated.

LADY SHADOMMOON

Medium humanoid (elf), neutral good

Armor Class 16 (hide armor, shield)

Hit Points 132 (24d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	14 (+2)	12 (+1)	12 (+1)	20 (+5)	14 (+2)

Saving Throws Int +5, Wis +9

Skills Insight +9, Nature +5, Perception +9

Senses darkvision 60 ft., passive Perception 19

Languages Celestial, Common, Druidic, Elvish, Sylvan

Challenge 12 (8,400 XP)

Fey Ancestry. Shadowmoon has advantage on saving throws against being charmed, and magic can't put her to sleep.

Spellcasting. Shadowmoon is an 18th-level spellcaster. Her spellcasting ability is Wisdom (spell save DC 17, +9 to hit with spell attacks). She has the following druid spells prepared:

Cantrips (at will): *druidcraft, poison spray, produce flame, shillelagh*

1st level (4 slots): *cure wounds, entangle, faerie fire, speak with animals*

2nd level (3 slots): *animal messenger, hold person, lesser restoration*

3rd level (3 slots): *conjure animals, dispel magic, speak with plants*

4th level (3 slots): *freedom of movement, locate creature, polymorph, wall of fire*

5th level (3 slots): *commune with nature, greater restoration, mass cure wounds*

6th level (1 slot): *heal, heroes' feast, transport via plants*

7th level (1 slot): *plane shift*

8th level (1 slot): *animal shapes*

9th level (1 slot): *foresight*

ACTIONS

Club. *Melee Weapon Attack:* +3 (+9 to hit with *shillelagh*), reach 5 ft., one target. *Hit:* 4 (1d4 + 2) bludgeoning damage, or 9 (1d8 + 5) bludgeoning damage with *shillelagh*.

Change Shape (2/Day). Shadowmoon magically polymorphs into a beast or elemental with a challenge rating of 6 or less, and can remain in this form for up to 9 hours. She can choose whether her equipment falls to the ground, melds with her new form, or is worn by the new form. Shadowmoon reverts to her true form if she dies or falls unconscious. Shadowmoon can revert to her true form using a bonus action on her turn.

While in a new form, Shadowmoon retains her game statistics and ability to speak, but her AC, movement modes, Strength, and Dexterity are replaced by those of the new form, and she gains any special senses, proficiencies, traits, actions, and reactions (except class features, legendary actions, and lair actions) that the new form has but that she lacks. She can cast her spells with verbal or somatic components in her new form.

The new form's attacks count as magical for the purpose of overcoming resistances and immunity to nonmagical attacks.

MANSHOON

Medium undead (shapechanger), lawful evil

Armor Class 19 (*robe of the archmagi*)

Hit Points 255 (30d8 + 120)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	18 (+4)	18 (+4)	23 (+6)	15 (+2)	18 (+4)

Saving Throws Dex +11, Int +13, Wis +9, Cha +11

Skills Arcana +13, Deception +11, History +13, Perception +9, Persuasion +11, Stealth +11

Damage Resistances necrotic; bludgeoning, piercing, and slashing from nonmagical weapons

Senses darkvision 120 ft., passive Perception 19

Languages Common, Draconic, Goblin, Infernal, Orc, Undercommon

Challenge 24 (62,000 XP)

Special Equipment. Manshoon wears a black *robe of the archmagi*, which is accounted for in his statistics. Manshoon has access to a wide variety of magic items and spellbooks. He may choose to change which magic items he carries and his list of prepared spells, depending on what situation he feels he is likely to encounter.

Clone Rejuvenation. When he drops to 0 hit points, Manshoon's body collapses into dust, but his soul lingers. After 24 hours, his soul inhabits one of Manshoon's dormant clone bodies and he regains all his hit points. If Manshoon has no dormant clone bodies left, his soul is forced to go to the afterlife.

Legendary Resistance (3/Day). If Manshoon fails a saving throw, he can choose to succeed instead.

Magic Resistance. While wearing his *robe of the archmagi*, Manshoon has advantage on saving throws against spells and other magical effects.

Regeneration. Manshoon regains 20 hit points at the start of its turn if he has at least 1 hit point and isn't in sunlight or running water. If Manshoon takes radiant damage or damage from holy water, this trait doesn't function at the start of Manshoon's next turn.

Shapechanger. If Manshoon isn't in sunlight or running water, he can use his action to polymorph into a Tiny bat or a Medium cloud of mist, or back into his true form.

While in bat form, Manshoon can't speak or cast spells, his walking speed is 5 feet, and he has a flying speed of 30 feet. His statistics, other than his size and speed, are unchanged. Anything he is wearing transforms with him, but nothing he is carrying does. He reverts to his true form if he dies.

While in mist form, Manshoon can't take any actions, speak, or manipulate objects. He is weightless, has a flying speed of 20 feet, can hover, and can enter a hostile creature's space and stop there. In addition, if air can pass through a space, the mist can do so without squeezing, and it can't pass through water. He has advantage on Strength, Dexterity, and Constitution saving throws, and he is immune to all nonmagical damage, except the damage he takes from his vampire weaknesses.

Spellcasting. Manshoon is a 20th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 23, +15 to hit with spell attacks). Manshoon has the following wizard spells prepared:

Cantrips (at will): *fire bolt, light, mage hand, prestidigitation*
1st level (4 slots): *detect magic, magic missile, shield, sleep*
2nd level (3 slots): *detect thoughts, mirror image, scorching ray*
3rd level (3 slots): *counterspell, dispel magic, fireball*
4th level (3 slots): *blight, dimension door, greater invisibility*
5th level (3 slots): *modify memory, scrying, wall of force*
6th level (2 slots): *disintegrate, globe of invulnerability, true seeing*
7th level (2 slots): *finger of death, plane shift, teleport*
8th level (1 slot): *feeblemind, mind blank*
9th level (1 slot): *meteor swarm, power word kill*

Spider Climb. Manshoon can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Vampire Weaknesses. Through unknown means, Manshoon has been able to alter his vampire weaknesses. His vampire weaknesses are unknown, but are likely highly obscure and specific. Furthermore, each clone has different weaknesses from the rest, meaning that each time Manshoon's body is destroyed, his weaknesses change.

Possible vampire weaknesses for Manshoon include: vulnerability to damage from silvered weapons, vulnerability to damage from vorpal weapons, having to sleep for 24 hours on a specific holiday, and being unable to enter buildings that smell of garlic.

ACTIONS

Multiattack (Vampire Form Only). Manshoon makes two attacks, only one of which can be a bite attack.

Unarmed Strike (Vampire Form Only). *Melee Weapon Attack:* +11 to hit, reach 5 ft., one creature. *Hit:* 8 (1d8 + 4) bludgeoning damage. Instead of dealing damage, Manshoon can grapple the target (escape DC 18).

Bite (Bat or Vampire Form Only). *Melee Weapon Attack:* +11 to hit, reach 5 ft., one willing creature, or a creature that is grappled by Manshoon, incapacitated, or restrained. *Hit:* 7 (1d6 + 4) piercing damage plus 10 (3d6) necrotic damage. The target's hit point maximum is reduced by an amount equal to the necrotic damage taken, and Manshoon regains hit points equal to that amount. The reduction lasts until the target finishes a long rest. The target dies if this effect reduces its hit point maximum to 0. A humanoid slain in this way and then buried in the ground rises the following night as a vampire spawn under Manshoon's control.

Charm. Manshoon targets one humanoid he can see within 30 feet of him. If the target can see Manshoon, the target must succeed on a DC 19 Wisdom saving throw against this magic or be charmed by him. The charmed target regards Manshoon as a trusted friend to be heeded and protected. Although the target isn't under Manshoon's control, it takes Manshoon's requests or actions in the most favorable way it can, and it is a willing target for the Manshoon's bite attack.

Each time Manshoon or his companions do anything harmful to the target, it can repeat the saving throw, ending the effect on itself on a success. Otherwise, the effect lasts 24 hours or until Manshoon is destroyed, is on a different plane of existence than the target, or takes a bonus action to end the effect.

Children of the Night (1/Day). Manshoon magically calls 2d4 swarms of bats or rats, provided that the sun isn't up. While outdoors, Manshoon can call 3d6 wolves instead. The called creatures arrive in 1d4 rounds, acting as allies of Manshoon and obeying his spoken commands. The beasts remain for 1 hour, until Manshoon dies, or until Manshoon dismisses them as a bonus action.

LEGENDARY ACTIONS

Manshoon can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Manshoon regains spent legendary actions at the start of his turn.

Attack. Manshoon makes one attack.

Move. Manshoon moves up to his speed without provoking opportunity attacks.

Cast Spell I. Manshoon casts a spell of 3rd level or lower from his list of prepared spells, using a spell slot as normal.

Cast Spell II (Costs 2 Actions). Manshoon casts a spell of 6th level or lower from his list of prepared spells, using a spell slot as normal.

MAZZY FENTAN

Small humanoid (halfling), lawful good

Armor Class 18 (+1 studded leather armor)

Hit Points 225 (30d6 + 120)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	20 (+5)	18 (+4)	12 (+1)	14 (+2)	18 (+4)

Saving Throws Dex +11, Wis +8, Cha +10

Skills Acrobatics +11, Insight +8, Perception +8, Religion +7

Condition Immunities frightened

Senses passive Perception 18

Languages Common, Halfling

Challenge 18 (20,000 XP)

Special Equipment. Mazzy wields two +2 shortswords and a +2 shortbow, and wears +1 studded leather armor (accounted for in her statistics). She also wears *boots of striding and springing*, *gloves of swimming and climbing*, and *wings of flying*.

While wearing the *boots of striding and springing*, Mazzy's walking speed becomes 30 feet (instead of 25 feet), and she can jump three times the normal distance, though she can't jump further than her remaining movement would allow.

While wearing the *gloves of swimming and climbing*, climbing and swimming doesn't cost Mazzy extra movement, and she gains a +5 bonus to Strength (Athletics) checks made to climb or swim.

While wearing the *wings of flying*, she can use an action to speak its command word. This turns the cloak into a pair of angelic wings on her back for 1 hour or until she repeats the command word as an action. The wings give her a flying speed of 60 feet. When they disappear, she can't use them again for 1d12 hours.

Divine Smite. When Mazzy hits a creature with a melee weapon attack, she can expend one spell slot to deal an extra 9 (2d8) radiant damage to the target. If Mazzy expends a spell slot of 2nd level or higher, the extra damage increases by 1d8 for each spell level above 1st.

Halfling Nimbleness. Mazzy can move through the space of any creature that is of a larger size than hers.

Reactive Dual Wielding. While wielding two melee weapons, Mazzy gets an extra reaction that can only be used for parrying or opportunity attacks.

Spellcasting. Mazzy is a 20th-level spellcaster. Her spellcasting ability is Charisma (spell save DC 18, +10 to hit with spell attacks). Mazzy has the following paladin spells prepared:

1st level (4 slots): *command*, *cure wounds*, *detect evil and good*, *protection from evil and good*

2nd level (3 slots): *aid*, *lesser restoration*, *zone of truth*

3rd level (3 slots): *create food and water*, *dispel magic*, *remove curse*

4th level (3 slots): *banishment*, *death ward*

5th level (2 slots): *destructive wave*, *dispel evil and good*

ACTIONS

Multiattack. Mazzy makes 2 attacks with each of her shortswords. Alternatively, she can make 3 attacks with her shortbow.

+2 Shortsword. *Melee Weapon Attack:* +13 to hit, reach 5 ft., one target. *Hit:* 10 (1d6 + 7) piercing damage, plus 9 (2d8) radiant damage.

+2 Shortbow. *Ranged Weapon Attack:* +13 to hit, range 80/320 ft., one target. *Hit:* 10 (1d6 + 7) piercing damage.

REACTIONS

Parry. Mazzy adds 3 to her AC against one melee attack that would hit her. To do so, she must see the attacker and be wielding a melee weapon.